

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 16168-X-1/4
FILED 1995

MAY - 9 1995 - 1 10 PM

OF COUNSEL
URBAN A. LESTER

May 5, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of a Partial Termination of Security Agreement, dated April 24, 1995, a second day document as defined in the Commission Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement duly filed with the Commission under Recordation Number 16168.

The names and addresses of the parties to the enclosed document are:

Secured Party: The First National Bank of Boston
100 Federal Street
Boston, MA 02106

Debtor : Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

A description of the railroad equipment relating to the enclosed document is:

twenty-three (23) gondola coal cars with reporting marks and road numbers HLMX 12001 - 12018 and HLMX 120019 - 120023.

Mr. Vernon A. Williams
May 5, 1995
Page Two

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

16168-XXX

PARTIAL TERMINATION OF
SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT, dated as of April 24, 1995, by The First National Bank of Boston, a national banking association, as agent for itself and for Continental Bank, N.A. and Union Bank (collectively, the "**Banks**") under a Credit Agreement dated as of January 15, 1992, as amended from time to time (the "**Agent**"), for the benefit of Helm Financial Corporation, a California corporation ("**Helm**").

1. **Recitals.** Helm owns twenty-three (23) gondola coal cars bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto (the "**Unit(s)**"). Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "**Collateral**"), to the Agent, for the benefit of the Banks, upon the terms and conditions provided in that certain Security Agreement, dated as of January 17, 1989, between Helm and the Agent (the "**Security Agreement**") and filed at the Interstate Commerce Commission ("**ICC**") under Recordation No. 16168 filed on January 18, 1989 at 10:55 a.m.


Helm is planning to sell the Units to a third party as permitted by the Security Agreement and desires to do so free and clear of any lien or security interest of the Agent. Pursuant to the terms of the Security Agreement, the Agent, on behalf of the Banks, and Helm desire to terminate the Agent's security interest in the Units.

2. **Termination of Security Interest.** The Agent's security interest in the Units shall be and is hereby terminated upon the filing of this Termination with the ICC and all of the Agent's right, title and interest in and to the Units shall and has become null and void.

This Release shall have no effect on the Bank security interest in and lien on any Collateral other than the Units and said security interest in and lien on such other Collateral is hereby reaffirmed.

IN WITNESS THEREOF, the Bank, pursuant to due authority, has executed this Partial Termination of Security Agreement as of the date first above written.

THE FIRST NATIONAL BANK OF
BOSTON, as Agent

By: 
Title: VICE PRESIDENT

COMMONWEALTH OF MASSACHUSETTS)
) S
COUNTY OF SUFFOLK)

On this 24 day of April, 1995, before me, personally appeared Dexter Freeman to me personally know, who being by me duly sworn, says that he is a Vice President of **THE FIRST NATIONAL BANK OF BOSTON**, that said instrument was signed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.


Notary Public

My Commission Expires:

LORI B. LANGER
Notary Public
My Commission Expires Feb. 24, 2000

EXHIBIT A

To the Partial Termination of Security Agreement
dated as of April 24, 1995

Description of Equipment:

Twenty-three (23), 3,680 cubic foot, high side gondola coal cars

Unit Numbers:

HLMX 12001 - 12018

HLMX 120019 - 120023